

LAW OFFICES  
**GOLDBERG, GODLES, WIENER & WRIGHT**  
1229 NINETEENTH STREET, N.W.  
WASHINGTON, D.C. 20036-2413

HENRY GOLDBERG  
JOSEPH A. GODLES  
JONATHAN L. WIENER  
LAURA A. STEFANI  
DEVENDRA ("DAVE") KUMAR

---

HENRIETTA WRIGHT  
THOMAS G. GHERARDI, P.C.  
COUNSEL

---

THOMAS S. TYCZ\*  
SENIOR POLICY ADVISOR  
\*NOT AN ATTORNEY

(202) 429-4900  
TELECOPIER:  
(202) 429-4912

e-mail:  
[general@g2w2.com](mailto:general@g2w2.com)  
website: [www.g2w2.com](http://www.g2w2.com)

August 7, 2006

**ELECTRONIC SUBMISSION**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Washington, D.C. 20554

Re: WC Docket No. 06-106  
*Ex Parte*

Dear Ms. Dortch:

Attached to this letter is a press release issued by Motient Corporation ("Motient") announcing the certified results of a shareholder vote that was taken in conjunction with the company's annual meeting on July 12, 2006. As stated in the press release, approximately 80 percent of the votes cast were in favor of directors nominated by Motient. Approximately 16-20 percent of the votes<sup>1</sup> cast were in favor of directors nominated by Highland Capital Management, LP ("Highland"), of which roughly half were cast by Highland and its affiliates. For reasons that are discussed below, these results have direct relevance to the above-referenced proceeding.

Corporate governance rules provide well-established procedures for resolving differences of opinion as to business judgments. In this case, the terms of the transaction that will effect a transfer of control of MSV have been thoroughly vetted. The transaction was presented to Motient's ten-person board of directors, which includes nine outside directors, and they approved it unanimously. The analysts that Motient's board asked to evaluate the transaction determined that it would enhance the

---

<sup>1</sup> The percentages of votes cast for the Motient and Highland candidates add up to less than 100 percent because some shares were withheld, *i.e.*, they were voted, but were not voted in favor of specific candidates.

value of Motient and TerreStar Networks, Inc. ("TerreStar").<sup>2</sup> Highland instituted a proxy fight for control of Motient's board that was premised on Highland's objections to the transaction, and (as shown in the attached press release) Motient's shareholders, who have the most direct interest in whether the transaction goes forward, overwhelmingly voted for the board candidates nominated by management and against the board candidates nominated by Highland.

In short, the transaction has been given full consideration in the forum in which consideration is appropriate. The Commission should reject Highland's suggestion that it overturn the well-considered business judgments of Motient's directors and shareholders.<sup>3</sup>

Respectfully submitted,

A handwritten signature in black ink that reads "Henry Goldberg". The signature is written in a cursive, flowing style.

Henry Goldberg  
Attorney for  
Motient Corporation

<sup>2</sup> See Motient Corporation, Investor Presentation (June 2006), p. 15 (quoting four analysts' reports). The Investor Presentation is available at

[http://media.corporate-ir.net/media\\_files/irol/11/110135/InvestorPresentation\\_62306.pdf](http://media.corporate-ir.net/media_files/irol/11/110135/InvestorPresentation_62306.pdf).

A copy of p. 15 of the Investor Presentation is attached to this letter. Notwithstanding the caveat that was given in footnote 1 of p. 15 at the time of the Investor Presentation, the analysts' statements are public information. Those statements have been included in reports that the analysts have distributed publicly.

<sup>3</sup> As Motient has shown previously, Highland's other contentions in this proceeding, which involve issues under federal securities laws and state contract law that Highland has raised in a lawsuit it filed in Texas, also are directed to the wrong forum. See Motient's Opposition to Motion to Accept Late-Filed Comments (July 20, 2006) at 3-4.

**ATTACHMENT 1**

**PRESS RELEASE DATED AUGUST 7, 2006**



**Media Contacts:**

Winnie Lerner/Jessica Liddell  
The Abernathy MacGregor Group  
212-371-5999

## **Motient Announces Certified Shareholder Vote Results**

### **All Motient Board Nominees Elected**

Lincolnshire, IL – August 7, 2006 – Motient Corporation (MNCP) announced today the certified results of its shareholder vote to elect all of the Company's six nominees to the Board of Directors at its 2006 Annual Meeting of Stockholders held on July 12, 2006. The final voting results, certified by the independent inspectors of election, IVS Associates, Inc. show that approximately 80% percent of votes cast were in favor of Motient's Director Nominees. Approximately 16% - 20% of votes cast were in favor of Highland Capital's nominees, and about half of those votes (10% of the total) voted in favor of Highland's nominees were made by Highland and its affiliates. Shareholders also approved the adoption of the Company's Equity Incentive Plan, the amendment to the Company's restated Certificate of Incorporation and ratified the appointment of Friedman LLP as Motient's independent auditors.

"We are pleased with the results," said Christopher Downie, Motient's Chief Operating Officer. "Now that Highland's proxy challenge is officially over, we can concentrate our full attention on the business of Motient and its subsidiaries. In that vein, today we are filing a registration statement with the SEC to register Motient shares that we will exchange for TerreStar shares held by some of TerreStar's minority holders – a necessary condition to closing our MSV and TerreStar exchange transactions. In addition, as the majority owners of TerreStar, we are working diligently with TerreStar management to implement TerreStar's business plan. We think TerreStar is a great company, they have already made great strides in their development of a integrated satellite-terrestrial communications network and we look forward to consolidating and expanding our ownership of TerreStar."

### **About Motient Corporation:**

Motient is the controlling shareholder of TerreStar Networks Inc., a development-phase satellite communications company, and a minority shareholder of Mobile Satellite Ventures LP, an established satellite communications company. TerreStar and MSV are both in the process of developing next-generation integrated networks that plan to provide ubiquitous wireless service by integrating land-based towers and powerful satellites. These new networks will deliver services to standard wireless devices

everywhere in North America. For additional information on Motient, please visit the company's website at [www.motient.com](http://www.motient.com).

###

## **ATTACHMENT 2**

### **ANALYST STATEMENTS FROM P. 15 OF INVESTOR PRESENTATION**



- “We view the planned exchange to simplify the ownership structure and separate MSV and TerreStar, positively. The transaction simplifies the ownership structure enabling interested parties to negotiate an investment/acquisition with the majority owner rather than negotiating with multiple parties with different demands and requirements.”  
**Jefferies & Co. Report (5/15/06)<sup>(1)</sup>**
- “We believe this transaction is a positive for both Motient and Skyterra in that it simplifies the ownership structures of MSV and TerreStar. We believe the FCC wanted MSV and TerreStar to have distinct majority owners, which prior to this transaction was not the case.”  
**Tejas Securities Group Report (5/08/06)<sup>(1)</sup>**
- “We believe this deal highlights two catalysts...it lowers the risk of owning Motient shares as it reduces the company’s leverage [and] it improves its access to capital and strategic partners.” **Canaccord Adams Report (5/09/06)<sup>(1)</sup>**
- “On balance, we suspect the simplified ownership structure will accomplish two things: (1) it should make for easier access to the capital markets and (2) it should also prompt investors to re-examine the conservative valuations.”  
**J. Giordano Securities Group (06/01/06)<sup>(1)</sup>**

<sup>(1)</sup> Permission to use this statement has not been requested or obtained.